

EXHIBIT A

ORRICK, HERRINGTON & SUTCLIFFE LLP

INVOICES FOR THE TIME PERIOD

JULY 1-31, 2009



ORRICK, HERRINGTON & SUTCLIFFE LLP
 COLUMBIA CENTER
 100 WEST 33RD STREET, 10W
 NEW YORK, N.Y. 10001-2298
 TEL: +1 202 439-4000
 FAX: +1 202 439-3500
 WWW.ORRICK.COM

David Austern, Futures Claims Representative for
 W.R. Grace & Co.
 c/o Claims Resolution Management Corp.
 3110 Fairview Park Drive, Suite 200
 Falls Church, VA 22042

August 19, 2009
 Client No. 17367
 Invoice No. 1205796

Orrick Contact: Roger Frankel

FOR SERVICES RENDERED through July 31, 2009 in connection with
 the matters described on the attached pages:

\$ 566,821.25

DISBURSEMENTS as per attached pages:

13,738.03

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ **580,559.28**

Matter(s): 17367/10, 11, 13, 15, 7, 8, 9

DUE UPON RECEIPT

The following is for information only:
 Previous Balance not included in this invoice:
 \$924,126.53
 If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
 please reference your **INVOICE** and **CLIENT** numbers on your remittance.
 For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

Orrick, Herrington & Sutcliffe LLP
 4253 Collections Center Drive
 Chicago, IL 60693
 Reference: 17367/ Invoice: 1205796
 E.I.N. 94-2952627
 Overnight deliveries: (312) 974-1642

ELECTRONIC FUNDS TRANSFERS:

Wire Transfers Only:

ABA Number 0260-0959-3
 Bank of America
 100 West 33rd Street, NY, NY 10001
 Account of
 Orrick, Herrington & Sutcliffe LLP
 Account Number: 1499410382
 Reference: 17367/ Invoice: 1205796
 E.I.N. 94-2952627

ELECTRONIC FUNDS TRANSFERS:

ACH Transfers Only:

ABA Number 121-000358
 Bank of America
 San Francisco Main Branch
 Account of
 Orrick, Herrington & Sutcliffe LLP
 Account Number: 1499410382
 Reference: 17367/ Invoice: 1205796
 E.I.N. 94-2952627



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For Legal Services Rendered Through July 31, 2009 in Connection With:

Matter: 7 - Insurance Matters

07/01/09	P. Mahaley	Confer with insurer counsel re settlement (1.0); revise declaration re insurer settlement negotiations (3.1); confer with counsel for ACC re revisions to Plan documents re insurance transfer issues (1.7); draft insurance settlement agreement (3.9).	9.70
07/01/09	J. Guy	Attention to various insurance settlements.	1.00
07/02/09	P. Mahaley	Revise stipulation re insurance settlement to address objections (.8); conduct settlement negotiations with insurers (1.3); draft insurance settlement agreements and related documents (7.1).	9.20
07/02/09	J. Guy	Attention to approval of insurance settlement.	1.50
07/02/09	J. Guy	Work on various insurance settlement issues.	1.30
07/06/09	P. Mahaley	Draft insurance settlement agreements (2.5); conduct settlement negotiations with insurer representatives (2.1).	4.60
07/06/09	J. Guy	Telephone call with various insurers regarding settlements.	1.00
07/06/09	J. Guy	Work on aspects of various settlements.	0.50
07/06/09	R. Wyron	Review e-mails re draft stipulation with insurer to resolve objection (.4); review status of settlements (.3).	0.70
07/07/09	P. Mahaley	Participate in OHS team conference re strategy re insurance settlements and insurer objections to confirmation (1.5); confer with counsel for ACC re preparation of submission to court re insurance neutrality (.3); draft insurance settlement agreements (8.1).	9.90
07/07/09	J. Guy	Work on various insurance settlements.	1.50
07/08/09	P. Mahaley	Conduct insurer settlement negotiations (.8); confer with counsel for third-party objector to insurance settlement agreement re possible resolution of objections (1.0); confer with counsel for plan proponents re evidence to be presented at confirmation hearing re insurance issues (1.0); draft insurance settlement agreements (6.8).	9.60
07/08/09	J. Guy	Work on various insurance settlements and follow-up.	2.50



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07/08/09	R. Wyron	Review stipulation with settled insurer and provide comments.	0.60
07/08/09	R. Frankel	Review updated status of insurance settlements.	0.60
07/09/09	P. Mahaley	Draft insurance settlement agreements (4.6); conduct settlement negotiation with insurer counsel (.7); confer with R. Wyron and J. Guy re insurance settlement strategy (1.5); communicate with plan proponents re insurance settlement terms (1.2); analyze and draft proposed changes to Plan documents and related stipulation (.9).	8.90
07/09/09	J. Guy	Work on pending insurance settlements.	2.00
07/09/09	R. Wyron	Review settlement status (.3); confer with J. Guy and P. Mahaley on strategy for settlements and follow-up (1.2).	1.50
07/09/09	R. Frankel	Confer with R. Wyron re Libby insurance issues (.5); prepare notes re same (.2).	0.70
07/10/09	P. Mahaley	Confer with potential objector to insurance settlement (.6); confer with OHS team re strategy to address major third-party objector issues (1.5); confer with R. Wyron and J. Guy re additional potential Plan document changes to address insurance objections (1.0); analyze pre-petition insurance settlements re impact of proposed Plan document changes (3.6); conference to prepare for mediation session with insurer (.8); draft insurance settlement documents (2.5).	10.00
07/10/09	J. Guy	Attention to insurance settlements.	3.50
07/10/09	R. Wyron	Review draft Equitas amendment and follow-up with P. Mahaley (.9); review insurer term sheet and follow-up on open items (.8).	1.70
07/13/09	P. Mahaley	Draft insurance settlement agreements and related documents, including motion for approval of insurance settlement and approval order.	9.30
07/13/09	R. Wyron	Review e-mails re term sheet and follow-up (.4); review e-mails on settlement status and respond (.3).	0.70
07/13/09	R. Frankel	Review updated insurer negotiation status chart.	0.40
07/14/09	P. Mahaley	Draft insurance settlement agreements (5.9); prepare for mediation with insurer on July 15, 2009 (3.4).	9.30
07/14/09	R. Wyron	Review insurance issues with P. Mahaley and e-mails re same (.4); begin review of draft stipulations (.8).	1.20
07/15/09	P. Mahaley	Conduct mediation with insurer.	8.00
07/16/09	P. Mahaley	Draft insurance settlement agreements and related documents.	8.90
07/16/09	J. Guy	Review and analyze insurance settlement issues.	2.00
07/16/09	R. Wyron	Review draft insurance settlement (.9); provide comments to P. Mahaley (.3); call with P. Mahaley on strategy for finalizing settlements and follow-up (.6).	1.80



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07/16/09	R. Frankel	Review confidential letter from insurer counsel; notes re same.	0.50
07/17/09	P. Mahaley	Draft insurance settlements and related documents (5.3); communicate with insurer and Plan Proponent representatives re settlement terms (3.1).	8.40
07/17/09	R. Frankel	Review as filed insurance neutrality brief of Plan Proponents with revised neutrality language.	0.90
07/20/09	P. Mahaley	Confer with representatives of insurer and Grace re allocations used to support settlement agreement (.7); review and analyze revised settlement agreement draft from insurer (1.7); draft report re mediation session with insurer (.8); communicate with insurers re settlement (1.2); draft settlement agreements and related documentation (3.0).	7.40
07/20/09	R. Frankel	Review memo re pending mediation, update insurance settlement information.	0.90
07/20/09	R. Frankel	Review memo re claim issues (.7); review memo from Anderson Kill (.4).	1.10
07/21/09	P. Mahaley	Attend OHS team conference re insurance strategy re confirmation and re insurance-related third-party objection issues (2.2); telephone conference with insurer representative re settlement (1.0); confer with J. Burke and A. Jennings re legal research on insurance issues for Plan Proponents trial brief (1.5); confer with R. Wyron re insurance settlement terms (.8); draft insurance settlement agreements and communicate with Plan Proponents re same (4.4).	9.90
07/21/09	J. Guy	Attention to various insurance settlements.	1.50
07/21/09	R. Wyron	Confer with P. Mahaley on potential settlement term sheet and indemnity issues (.8); review issues on pending settlements generally and follow-up e-mails re same (.3).	1.10
07/22/09	P. Mahaley	Draft updated document re Plan document changes to address insurer objections (1.1); analyze insurer proposed changes to draft settlement agreement (1.1); confer with counsel for Plan Proponents re proposed insurance neutrality stipulation and proposed changes to insurance neutrality provisions of Plan (2.3).	4.50
07/23/09	P. Mahaley	Analyze third-party objections to insurer settlement agreement to prepare for hearing on approval (2.5); confer with counsel for insurer re settlement agreement terms (.8); draft insurance settlement agreements (5.6).	8.90
07/23/09	R. Wyron	Review settlement issues and follow-up with P. Mahaley (.8); call with P. Lockwood regarding insurer settlement and follow-up (.3).	1.10



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07/24/09	R. Wyron	Review insurer settlement terms (.6); confer with ACC counsel on insurance settlement issues and follow-up e-mails re same (.8); review insurer's new settlement proposal (.3).	1.70
07/24/09	R. Frankel	Review with R. Wyron status of insurance settlements (.4); series of e-mails re objector and potential settlement (.3).	0.70
07/27/09	P. Mahaley	Draft analysis of insurer settlement proposal (3.3); attend telephonic court hearing re approval of insurance settlement (2.9); confer with R. Wyron re updated proposed Plan document changes to address insurance settlement issues (1.5); draft Plan changes to address insurance settlement issues (1.1).	8.80
07/28/09	P. Mahaley	Prepare for and participate in OHS team meeting re strategy re insurance settlements and responses to insurance-related objections to Plan, and re confirmation hearing planning (1.9); draft changes to Plan documents re insurance issues (.4); negotiate with insurance company representatives re settlement (1.6); draft analysis of insurer settlement proposal (2.9); draft insurance settlement agreements and related documents (2.4).	9.20
07/29/09	P. Mahaley	Conduct settlement negotiations with insurer representatives (1.0); confer with OHS team to prepare for settlement negotiation with insurer on July 31 and follow up on identified preparation tasks (1.5); draft insurance settlement agreement (2.5); prepare for and confer with insurer representatives re insurance neutrality provisions of plan and potential settlement re same (3.3).	8.30
07/29/09	R. Wyron	Analyze draft settlement agreement and provide comments (.5); review open issues for future settlement (.3).	0.80
07/29/09	R. Frankel	Review memo from P. Mahaley in preparation for settlement meeting with insurer (.7); notes re same (.2).	0.90
07/29/09	R. Frankel	Telephone conference with P. Mahaley, R. Wyron re insurer settlement memo, prepare for meeting with insurer.	0.90
07/30/09	P. Mahaley	Revise draft approval order for insurer settlement agreement and communicate with Plan Proponents re same (2.1); revise proposed changes to Plan Documents re insurance issues (.3); draft insurance settlement agreements and related documents (2.5); conduct settlement negotiations with insurer representatives (1.7); analyze insurer responses to settlement overtures (.8); prepare for settlement negotiation with insurer (.4).	7.80
07/30/09	R. Wyron	Review analysis and prepare for insurer meeting on 7/31.	0.80
07/30/09	R. Frankel	Review correspondence in preparation for meeting with insurer, memos re non-products insurance.	0.60



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07/30/09	R. Frankel	Review insurer settlement proposal; review updated chart from P. Mahaley re insurance settlements.	0.70
07/31/09	P. Mahaley	Draft insurer settlement agreements and related documents (3.2); conduct settlement negotiations with insurer and follow up on action items identified during negotiation (2.5); prepare responses to objector re insurance settlement (1.4).	7.10
07/31/09	R. Frankel	Confer with R. Wyron, P. Mahaley, J. Guy to debrief re insurer settlement meeting; related issues.	0.80
07/31/09	R. Frankel	Confer with insurer counsel re settlement issues (1.4); notes re same (.2).	1.60
07/31/09	R. Frankel	Review letters, notes in preparation for insurer settlement meeting.	0.60
Total Hours			221.60
Total For Services			\$143,736.00

Timekeeper Summary	Hours	Rate	Amount
Roger Frankel	11.90	945.00	11,245.50
Jonathan P. Guy	18.30	755.00	13,816.50
Peri N. Mahaley	177.70	605.00	107,508.50
Richard H. Wyron	13.70	815.00	11,165.50
Total All Timekeepers	221.60	\$648.63	\$143,736.00

Disbursements

Document Reproduction	1,133.70
Local Taxi Expense	15.00
Other Business Meals	160.40
Out of Town Business Meals	40.60
Telephone	24.55
Travel Expense, Local	454.00
Travel Expense, Out of Town	379.08
Total Disbursements	\$2,207.33

Total For This Matter **\$145,943.33**



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Matter: 8 - Litigation

07/01/09	J. Burke	Participate in deposition of W. Longo via teleconference.	1.30
07/01/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding Royal discovery, deposition designations, objections to exhibits, and confirmation issues (1.5); phone conference with N. Kritzer regarding deposition designations (.1); review and analyze various docket entries and update discovery calendar (.8); review and analyze recent written discovery requests (.5); phone conference with J. Radecki regarding depositions (.1).	3.00
07/01/09	J. Guy	Analyze plan objections, response to same and evidentiary support.	0.50
07/01/09	J. Guy	Telephone call with Plan Proponents regarding Phase II of trial.	1.00
07/02/09	J. Burke	Participate in deposition of P. Zilly via teleconference.	2.60
07/02/09	K. Orr	Review and edit draft objections to deposition designations (.7); various e-mails to/from internal team and counsel for Plan Proponents regarding deposition designations, objections to exhibits, and discovery (.5).	1.20
07/02/09	J. Guy	Attention to insurance neutrality provisions.	0.80
07/02/09	J. Guy	Analyze plan objections of confirmation hearing evidence and findings.	2.00
07/04/09	R. Frankel	Review UCC suggested changes to Phase I order (.3); draft description of testimony at confirmation (.5); memo re briefing assignments (.6).	1.40
07/06/09	D. Fullem	Review e-mail from D. Felder regarding Omni; follow-up with J. Stone at Omni regarding same; review follow-up e-mail from R. Wyron regarding same.	0.30
07/06/09	K. Orr	Various e-mails to/from internal team, counsel for Plan Proponents and counsel for objecting parties regarding written discovery, depositions, various case management orders, internal team meeting and insurance settlement issues (1.5); prepare agenda for internal meeting (.2); review and analyze various docket entries and update case calendar and deposition calendar (1.3); attention to various upcoming deadlines and required tasks for same (.4); office conference with J. Guy regarding case status (.2).	3.60
07/06/09	J. Guy	Attention to various plan confirmation issues.	1.00



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07/06/09	R. Frankel	Review, revise agenda for internal meeting (.4); review Edwards objection to confirmation (.7); prepare notes re open issues (.3).	1.40
07/06/09	R. Frankel	Review Plan Proponents' objection to Phase I exhibits, related chart (.7); review K&E chart re brief issues, confirmation trial (.6).	1.30
07/07/09	J. Burke	Review expert reports relating to deposition of P. Zilly.	0.90
07/07/09	J. Cutler	Participate in team meeting (1.4); organize files for client review (.4).	1.80
07/07/09	K. Orr	Update agenda and prepare materials for internal meeting (.3); office conference with internal team regarding discovery, preparation for confirmation hearing and status of insurance settlements (1.5); office conference with J. Guy regarding agenda items for phone conference with Plan Proponents (.1); review and analyze various docket entries and update discovery and deposition calendar (.4); review recent written discovery and update written discovery chart (.3); various e-mails to/from internal team and counsel for Plan Proponents regarding depositions and preparation for Phase II confirmation hearing (.4).	3.00
07/07/09	J. Guy	Telephone call with Plan Proponents regarding witnesses and evidence for Phase II confirmation and follow-up regarding same.	2.00
07/07/09	J. Guy	Conference with Orrick team regarding pending confirmation matters.	1.50
07/07/09	J. Guy	Prepare for and telephone call with ACC regarding Plan language.	0.50
07/07/09	R. Wyron	Review agenda (.3); participate in strategy conference and follow-up (1.3); organize open items list (.6).	2.20
07/07/09	R. Frankel	Review materials in preparation for internal meeting.	0.90
07/07/09	R. Frankel	Telephone conference meeting with Grace team, notes re same.	1.20
07/07/09	R. Frankel	Review order signed by Judge, chart of objections to confirmation.	1.10
07/08/09	J. Burke	Draft memorandum regarding P. Zilly deposition.	5.90
07/08/09	K. Orr	Telephone conference with counsel for Plan Proponents, Royal and Libby Claimants regarding discovery requests (1.1); various e-mails to/from internal team and counsel for Plan Proponents regarding depositions and Phase II confirmation prep (.5); review and analyze various docket entries and update discovery and deposition calendars (.4); prepare memo regarding G. Stockman deposition (.5).	2.50
07/08/09	J. Guy	Attention to objection to Royal 9019 and related discovery.	2.00



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07/08/09	J. Guy	Attention to Phase II plan confirmation hearing and evidence for same.	2.50
07/08/09	R. Wyron	Review issues re Edwards objection and follow-up (.4); review and revise language (.4).	0.80
07/08/09	R. Frankel	Review orders entered in connection with Phase I, confirmation trial (.8); prepare amendments to address Edwards issues (.7).	1.50
07/08/09	R. Frankel	Review revised chart from Kirkland re briefing, confirmation issues.	0.70
07/08/09	R. Frankel	Review confirmation issues re feasibility (.3); telephone conference with J. Radecki re exit financing (.4).	0.70
07/09/09	K. Orr	Various e-mails to/from internal team, counsel for Plan Proponents and J. Radecki regarding written discovery and status of insurance settlements (1.0); review and analyze various docket entries and update deposition and discovery calendars (.6); review Phase II confirmation task list (.2).	1.80
07/09/09	J. Guy	Prepare for and attend hearing on Libby motion.	0.80
07/09/09	J. Guy	Attention to discovery, facts and expert.	2.00
07/09/09	J. Guy	Work on plan changes.	1.50
07/09/09	J. Guy	Conference with P. Mahaley and R. Wyron regarding plan changes.	1.00
07/09/09	R. Frankel	Review, exchange series of e-mails with J. Guy re confirmation, solvency issues (.4); review e-mails with R. Wyron re Edwards, consider issues (.4).	0.80
07/09/09	R. Frankel	Review J. Burke memo re P. Zilly deposition.	0.60
07/09/09	R. Frankel	Confer with R. Wyron re resolution of Edwards objection, changes to TDP (.6); review revised Section 5.2(a) and (b) (.3).	0.90
07/10/09	K. Orr	Various e-mails to/from internal team regarding depositions and written discovery.	0.20
07/10/09	J. Guy	Work on various plan changes.	2.00
07/10/09	J. Guy	Review and attention to various objections.	1.50
07/10/09	R. Wyron	Confer with R. Frankel, J. Guy and P. Mahaley re Libby issues and follow-up (1.2); organize notes on strategy outline and review (.9).	2.10
07/10/09	R. Frankel	Review Confirmation Task List prepared by Kirkland (1.0); notes re same (.3).	1.30
07/10/09	R. Frankel	Prepare e-mail memo to E. Inselbuch re Edwards objection (.9); review responsive e-mail and confer with R. Wyron re same (.5).	1.40
07/10/09	R. Frankel	Review proposed insurance neutrality language from insurer.	1.20



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07/10/09	R. Frankel	Confer with J. Guy, R. Wyron, P. Mahaley re Libby, insurance issues (.8); confer with team re preparation for confirmation (.4).	1.20
07/10/09	R. Frankel	Review Libby supplement to objection and motion for leave.	0.70
07/10/09	R. Frankel	Review Bank Lenders' designation of documentation re solvency issue.	0.60
07/11/09	R. Frankel	Review files and various memos.	0.90
07/13/09	D. Fullem	E-mail to D. Spicuzza regarding Omni; review response; review e-mail from R. Wyron regarding same.	0.40
07/13/09	D. Fullem	Review upcoming hearing dates and deadlines; calendar same.	0.20
07/13/09	J. Burke	Research regarding Garlock's plan objection.	0.20
07/13/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding written discovery, Libby filings, status of insurance settlements and internal meeting (1.0); review and analyze various docket entries (.5); review written discovery requests and edit draft responses regarding feasibility (1.2); prepare detailed task chart for Phase II confirmation hearing and related proceedings (2.2).	4.90
07/13/09	J. Guy	Call with Plan Proponents regarding Witness List and related issues.	3.50
07/13/09	J. Guy	Attention to solvency issues.	0.80
07/13/09	J. Guy	Attention to potential settlements with various objectors' parties.	1.00
07/13/09	J. Guy	Attention to Royal 9019 approval.	0.80
07/13/09	J. Guy	Attention to Plan Objections.	0.70
07/13/09	J. Guy	Attention to depositions of witnesses for objectors.	0.70
07/13/09	R. Wyron	Review task list and summary of open items (.8); review revised draft motion on insolvency (.3); begin to review objections (1.9).	3.00
07/13/09	R. Frankel	Review opposition to Libby motion to reconsider re Whitehouse Report.	0.70
07/13/09	R. Frankel	Review draft responses of Debtors to Anderson, Bank Lenders, UCC production of documents, interrogatories re feasibility.	0.90
07/13/09	R. Frankel	Review Task List for tasks prior to confirmation.	0.50
07/13/09	R. Frankel	Review Libby objection to Arrowood settlement and motion for continuance.	0.70
07/13/09	R. Frankel	Review FFIC, Allianz objection to Plan Proponents' motion to strike exhibits.	0.60
07/13/09	R. Frankel	Review Libby objection to motion of Plan Proponents to strike Spear Report.	0.60



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07/14/09	D. Fullem	E-mails to and from Omni regarding status; e-mails to R. Wyron and D. Felder regarding same; coordinate response.	0.50
07/14/09	J. Burke	Attend confirmation strategy meeting with litigation team (.7); confer with P. Mahaley regarding deposition of P. Kelley (.2); discuss research project to A. Jennings regarding phase II plan objections (.3).	1.20
07/14/09	A. Jennings	Research case law solvency issues.	3.80
07/14/09	J. Cutler	Participate in team meeting and follow-up.	1.80
07/14/09	D. Felder	Telephone conference with Orrick team regarding strategy and next steps.	1.30
07/14/09	K. Orr	Prepare agenda and materials for internal meeting (.7); various e-mails to/from internal team, counsel for Plan Proponents and counsel for objectors regarding written discovery, trial briefs, depositions and Royal settlement (1.0); review and analyze various docket entries, including trial briefs (1.0); office conference with internal team regarding preparation for Phase II confirmation hearing, discovery, plan changes and status of insurance settlements (2.1); edit written discovery responses (.3); office conference with J. Guy regarding Anderson discovery (.2); phone conference with J. Guy and D. Speights regarding Anderson discovery (.1).	5.40
07/14/09	J. Guy	Travel to New York while preparing for meeting with Plan Proponents regarding pretrial order, including review of initial witness lists, plan objections and internal issues lists.	2.00
07/14/09	J. Guy	Meeting with Orrick team regarding numerous pending confirmation matters.	1.50
07/14/09	J. Guy	Attention to insolvency and post-petition interest issues.	2.00
07/14/09	J. Guy	Attention to Royal settlement, discovery and approval of same.	1.50
07/14/09	J. Guy	Analyze set-off issues regarding Fireman's.	0.80
07/14/09	J. Guy	Attention to various Plan Objections.	0.80
07/14/09	R. Wyron	Review task list (.3); meet with litigation team on strategy for phase II hearing and follow-up (1.3); work on General settlement (.3); begin review of trial brief (.6); begin review of Royal objections (.9); follow-up on research issues (.4).	3.80
07/14/09	R. Frankel	Preliminary review of key briefs objecting to confirmation (1.4); review FFIC brief re surety issues (1.2).	2.60
07/14/09	R. Frankel	Review Hartford trial brief (.8); review Travelers' brief filed under seal (.7).	1.50
07/14/09	R. Frankel	Telephone conference with Grace internal team, notes re same.	1.60
07/14/09	R. Frankel	Review revised motion re solvency findings, e-mails re same.	0.60



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07/14/09	R. Frankel	Review debtors' pleading opposing Libby re Arrowood settlement.	0.50
07/14/09	R. Frankel	Begin review of Libby brief objecting to confirmation.	0.80
07/15/09	J. Burke	Participate in deposition of P. Kelley via teleconference (1.7); contact counsel for Montana regarding phase two witnesses (.1).	1.80
07/15/09	A. Jennings	Perform case research on solvency issues re post-petition interest.	5.80
07/15/09	K. Orr	Attend portion of meeting with counsel for Plan Proponents regarding pre-trial submission (3.0); review and analyze various docket entries and update case calendar (.3); edit draft motion and proposed order regarding insolvency (.4); phone conference with R. Wyron regarding same (.1); various e-mails to/from internal team and counsel for Plan Proponents regarding preparation for Plan confirmation hearing and draft motion regarding solvency (.7); review outstanding written discovery requests and update discovery chart (.5).	5.00
07/15/09	J. Guy	Meeting with Plan Proponents regarding pretrial order and related issues.	7.20
07/15/09	J. Guy	Travel to DC while reviewing various objections.	1.00
07/15/09	R. Wyron	Continue review of objections and notes re same.	2.30
07/15/09	R. Frankel	Telephone conference with D. Austern re confirmation hearing, notes re same.	0.40
07/15/09	R. Frankel	Review orders entered re admission of exhibits and re Libby motion to postpone hearing.	0.60
07/15/09	R. Frankel	Review series of e-mails re solvency findings, motion re same.	1.60
07/15/09	R. Frankel	Review Lenders - GUC Trial Brief objecting to confirmation.	1.70
07/15/09	R. Frankel	Confer with R. Wyron, telephone conference with J. Guy re solvency findings, K&E position.	0.70
07/16/09	D. Fullem	Review e-mails from J. Guy, R. Wyron and J. Burke regarding insurance approval orders; research; e-mail to J. Burke.	1.00
07/16/09	J. Burke	Participate in teleconference with debtors' counsel regarding confirmation trial briefs (.3); draft memorandum regarding deposition of P. Kelley (.9); confer with J. Guy, K. Orr and J. Cutler regarding confirmation trial briefs (.4).	1.60
07/16/09	A. Jennings	Continue case law research and draft memo on solvency issues.	8.60
07/16/09	J. Cutler	Participate in team meeting to discuss trial brief.	0.80



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07/16/09	K. Orr	Review and analyze various trial briefs (1.5); various e-mails to/from internal team and counsel for Plan Proponents regarding 7/21 hearing, written discovery, Royal settlement discovery demands and trial briefs (1.0); telephone conference with counsel for Plan Proponents regarding preparation of trial brief (.4); office conference with J. Guy, J. Cutler and J. Burke regarding preparation of trial brief (.4); review and analyze various docket entries and update case calendar (.6); review Debtors' written discovery responses and update discovery chart (.3).	4.20
07/16/09	J. Guy	Attention to plan objections.	2.00
07/16/09	J. Guy	Work on pre-trial submission.	2.00
07/16/09	J. Guy	Attention to solvency findings and analyze related legal issues.	1.00
07/16/09	R. Wyron	Review e-mails on solvency pleadings (.6); strategy call with J. Guy and R. Frankel, and follow-up (.8); work on stipulation with General to resolve objections (.7); review Phase II objections (2.4).	4.50
07/16/09	R. Frankel	Review draft insurance neutrality brief from Caplin.	0.80
07/16/09	R. Frankel	Draft e-mail memo to D. Bernick re use of solvency findings.	0.60
07/16/09	R. Frankel	Telephone conference with J. Guy, R. Wyron re meeting at K&E (.5); confer with R. Wyron re update (.2).	0.70
07/16/09	R. Frankel	Review Libby Reply in Support of Reconsideration.	0.40
07/16/09	R. Frankel	Review Libby trial brief objections to confirmation.	1.20
07/16/09	R. Frankel	Review revised motion, order re effect of solvency findings.	0.60
07/16/09	R. Frankel	Review Trial Brief - objections to confirmation of plan of Seaton and One Beacon.	1.10
07/16/09	R. Frankel	Review draft Libby stipulation re non-products coverage.	0.40
07/17/09	J. Burke	Review and edit memorandum regarding solvency issue (1.2); review trial briefs and outline plan objection response (4.8); confer with J. Guy and R. Wyron regarding plan objection response (.5); confer with J. Guy regarding plan objection response (.7).	7.20
07/17/09	A. Jennings	Draft memo on solvency issues.	3.70
07/17/09	A. Jennings	Confer with J. Burke regarding revisions to memo.	0.50
07/17/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding hearing on 7/21 (.2); edit motion and order regarding solvency (.3).	0.50
07/17/09	J. Guy	Attention to Plan objections.	2.00
07/17/09	J. Guy	Attention to Royal discovery and objections.	1.00
07/17/09	J. Guy	Attention to neutrality issues.	1.00
07/17/09	J. Guy	Work on pre-trial submissions.	2.00
07/17/09	J. Guy	Work on insolvency submission.	1.00



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07/17/09	J. Guy	Work on post-petition impairment brief and related issues.	1.50
07/17/09	R. Wyron	Review outline for pre-trial statement (.4); confer with J. Guy and J. Burke and follow-up (.6); review draft impairment brief and provide comments (.6); review and revise General stipulation (.6); call with R. Millner re General stipulation and follow-up e-mail re same (.5); review motion for Equitas and provide comments (.3); work on solvency motion and e-mails re same (1.2).	4.20
07/17/09	R. Frankel	Series of e-mails re solvency findings (.5); review revised motion re solvency findings (.6); telephone conference with J. Guy re same (.3).	1.40
07/17/09	R. Frankel	Review first and revised draft of Plan Proponents Phase II pre-trial statement.	0.90
07/17/09	R. Frankel	Series of e-mails with ACC, debtors re solvency findings, neutrality, impairment brief.	1.40
07/17/09	R. Frankel	Review memo from Piper Jaffray re sale of Davison Membranes.	0.40
07/17/09	R. Frankel	Review debtors' draft brief re lenders entitlement to default interest.	0.90
07/17/09	R. Frankel	Review brief of BNSF Railway objecting to Phase II confirmation issues.	1.30
07/19/09	J. Burke	Review trial briefs and outline plan objection response.	0.80
07/19/09	R. Wyron	Review comments on General stipulation (.4); revise General 9019 and circulate (.7).	1.10
07/19/09	R. Frankel	Review as filed Plan Proponents' Brief responding to Lenders, as filed Brief responding to Morgan Stanley.	1.40
07/19/09	R. Frankel	Review Debtors' brief responding to Libby motion for relief from CMO.	0.60
07/19/09	R. Frankel	Review Creditors' Committee and Bank Lenders' supplemental brief on impairment issue.	1.10
07/19/09	R. Frankel	Review chart from Debtors of Phase II Trial Brief issues.	0.70
07/20/09	J. Burke	Review trial briefs and outline plan objection response.	5.20
07/20/09	A. Jennings	Finalize memo on solvency issues (5.0); perform follow-up research on additional issue re same (3.5).	8.50
07/20/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding pre-trial statement and solvency motion (1.0); review and analyze various docket entries and update case calendar (.5); telephone conference with R. Frankel, R. Wyron and counsel for ACC regarding draft solvency motion (.6); office conference with S. Cruzado regarding trial briefs (.1); prepare agenda for internal meeting (.2); review and edit various versions of pre-trial statement, exhibit list, witness descriptions, and CMO (3.6); office conference with J. Burke regarding trial brief (.2.)	6.20



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07/20/09	R. Wyron	Review draft solvency motion and order (.4); calls with Grace and ACC counsel on draft motion and follow-up e-mails (.8); revise draft solvency motion and follow-up (1.2); follow-up on General stipulation and issues (.4); begin revision of pre-trial statements (.9).	3.70
07/20/09	R. Frankel	Review agenda for internal meeting, notes re same.	0.40
07/20/09	R. Frankel	Review Pre-Trial Statements of objectors, including Lenders, Hartford, Edwards, London, Scotts, US Trustee, PD Committee.	2.60
07/20/09	R. Frankel	Prepare notes re solvency findings in preparation for call with ACC counsel (.8); telephone conference with E. Inselbuch, P. Lockwood re solvency issue (.7); review with R. Wyron and review pleadings (.6).	2.10
07/20/09	R. Frankel	Telephone conference with D. Bernick, M. Shelnitz, T. Freedman, P. Lockwood re solvency findings (.8); review revised draft motion and order (.5).	1.30
07/21/09	D. Fullem	Review and respond to questions re service list issues.	0.10
07/21/09	J. Burke	Attend confirmation strategy meeting with litigation team and follow-up (2.0); confer with P. Mahaley and A. Jennings regarding phase II plan objections (1.4); discuss research project to A. Jennings regarding phase II plan objections (.2); review trial briefs and revise phase II plan objection response outline (4.6).	8.20
07/21/09	A. Jennings	Research issue regarding confirmation of chapter 11 plan.	3.80
07/21/09	A. Jennings	Confer with P. Mahaley and J. Burke regarding research issues.	1.50
07/21/09	D. Felder	Telephone conference with litigation team regarding strategy and next steps.	1.80
07/21/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding depositions, pretrial statements and written discovery (.5); e-mails to/from and phone message for counsel for Anderson regarding written discovery (.1); prepare materials for internal team (.2); office conference with internal team regarding preparation for confirmation hearing, discovery and insurance settlements (2.0); review and analyze various docket entries and update case calendar (.4); coordinate preparation of pre-trial statement materials (.2); review and analyze various pre-trial statements and prepare chart of objecting parties, associated filings and trial brief allocation (1.8).	5.20
07/21/09	J. Guy	Meeting with OHS team regarding Plan confirmation issues (separate occasions).	2.50
07/21/09	J. Guy	Telephone call with various parties and follow-up regarding Scotts.	0.50



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07/21/09	J. Guy	Attention to Plan Proponents discovery requests; e-mails to/from Plan Proponents' counsel.	0.40
07/21/09	J. Guy	Strategize regarding settlement of various non-insurer party objections and follow-up.	3.00
07/21/09	R. Wyron	Review objections for 7/22 call (1.3); confer with litigation team on strategy (1.4); review status of insurer objections (.3); draft analysis of BNSF objection issues and response (1.6); calls with J. Guy, P. Mahaley, ACC and Debtors' counsel on objections, and e-mails re same (.7); work on Edwards issues (.6); work on Scotts issues (.4).	6.30
07/21/09	R. Frankel	Review e-mails, related issues re 7/27 hearing.	0.40
07/21/09	R. Frankel	Review memo re TDP changes to fix Edwards objection (.5); prepare e-mail re E. Inselbuch re same (.6).	1.10
07/21/09	R. Frankel	Review updated chart re Phase II briefing issues.	0.60
07/21/09	R. Frankel	Review case summaries from T. Cobb re vendor endorsement law (.4); series of e-mails re possible settlement (.2).	0.60
07/21/09	R. Frankel	Review pre-trial statement of issues filed by Plan Proponents and description of witness testimony and exhibit list (1.1); notes re same (.3).	1.40
07/21/09	R. Frankel	Attend internal strategy meeting of Grace team in preparation for hearings, including confirmation.	1.60
07/21/09	R. Frankel	Review discovery from Anderson Memorial, e-mails re same.	0.50
07/22/09	J. Burke	Review docket entries relating to phase II plan objections (1.8); confer with J. Guy regarding draft response to phase II plan objections (.6); review trial briefs and revise outline for response to phase II plan objections (2.6).	5.00
07/22/09	A. Jennings	Research case law for plan confirmation issues.	3.60
07/22/09	A. Jennings	Review pleadings relating to plan confirmation.	3.10
07/22/09	K. Orr	Various e-mails to/from internal team, counsel for Plan Proponents and counsel for objectors regarding trial brief, depositions, written discovery, Royal settlement and other insurance settlements (1.0); review and analyze various docket entries (.3); review various pretrial statements and attention to organization of same (.5); prepare materials for phone conference with Plan Proponents (.2); office conference with J. Guy regarding same and status of CMO (.2); phone conference with Plan Proponents regarding 7/27 hearing, trial briefs and confirmation hearing (3.9); attention to preparation and organization of materials for 7/27 hearing (.3); prepare responses to Anderson discovery (1.5).	7.90



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07/22/09	J. Guy	Numerous e-mails and telephone calls with Royal and Plan Proponents regarding Royal settlement and follow-up.	1.50
07/22/09	J. Guy	Attention to numerous discovery, case management order, settlement of objections and related confirmation matters.	1.80
07/22/09	J. Guy	Telephone call with Plan Proponents regarding pending issues and follow-up.	4.00
07/22/09	R. Wyron	Strategy call with Plan Proponents on omnibus hearing, pre-trial conference, confirmation hearing and pending settlement discussions (4.3); review motion on sale of division and follow-up with J. Radecki (.4); review insurance neutrality provisions and organize notes (1.3); call with Plan Proponents regarding neutrality proposal (2.3); confer with J. Guy re strategy and follow-up (.3); review certain insurer objections to confirmation (1.4).	10.00
07/23/09	D. Fullem	E-mail to R. Wyron and R. Frankel re Grace 2nd quarter earnings report.	0.20
07/23/09	D. Fullem	Review e-mail from J. Burke regarding various.	1.50
07/23/09	J. Burke	Review recently filed pleadings (2.2); case law research regarding phase II plan objections (5.4); confer with A. Jennings regarding research relating to phase II plan objections (.3); confer with R. Wyron regarding phase II plan objections (.3).	8.20
07/23/09	A. Jennings	Research case law for plan confirmation issues.	4.70
07/23/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding 7/27 omnibus hearing, depositions, and preparation for confirmation hearing (1.2); review and analyze various docket entries and update deposition calendar (.6); review and edit draft 4th CMO (.5); review Garlock witness list and pretrial statement in preparation for phone conference (.3); phone conference with J. Guy and counsel for Garlock regarding depositions (.3); office conference with R. Wyron regarding responses to Anderson RFPs (.2); office conference with J. Guy regarding same (.2); e-mails to/from and phone conference with J. Radecki and J. Solganick regarding document review (.3); prepare responses to Anderson RFPs (1.5); attention to preparation and organization of materials for 7/27 omnibus hearing (.5).	5.60
07/23/09	J. Guy	Attention to settlement with indirect claimant.	2.50
07/23/09	J. Guy	Attention to Royal settlement.	2.50
07/23/09	J. Guy	Attention to case management order and discovery issues.	3.00
07/23/09	J. Guy	Strategize regarding various pending objections.	1.50



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07/23/09	R. Wyron	Review additional pre-trial statements (.7); work on strategy outline and review e-mails re same (.9); calls with P. Lockwood on litigation issues and pending settlements and follow-up (2.3); call with J. Radecki on Membranes Division sale and follow-up (.2); confer with K. Orr on discovery and follow-up (.4); work on confirmation issues (3.1).	7.60
07/23/09	R. Frankel	Review series of e-mails re possible Scotts settlement (.4); telephone conference with insurer counsel re meeting (.2).	0.60
07/23/09	R. Frankel	Telephone conference re hearings, strategy with R. Wyron, J. Guy (.9); notes re same (.3).	1.20
07/23/09	R. Frankel	Review, consider Finch e-mails re order of witnesses, trial strategy (.5); review draft 4th amended case management order (.6); review agenda for 7/27 hearing (.4).	1.50
07/24/09	D. Fullem	Review e-mail from J. Guy regarding motion to approve settlement with Royal/Arrowood parties; review same.	0.30
07/24/09	J. Burke	Review recently filed pleadings (1.2); review trial briefs and revise outline of response to phase II plan objections (3.6); review and revise research memorandum by A. Jennings regarding phase II plan objections (.6); confer with P. Mahaley and J. Guy regarding insurance issues relating to phase II plan objections (.9).	6.30
07/24/09	A. Jennings	Draft memo on research issues for plan confirmation.	3.70
07/24/09	A. Jennings	Confer with J. Burke and P. Mahaley regarding insurance issues.	0.60
07/24/09	P. Mahaley	Draft summary of Zonolite policies to prepare for hearing re approval of insurance settlement (4.8); draft insurance settlement agreements (2.5); confer with J. Guy and J. Burke re preparation for hearing re approval of insurance settlement (1.2).	8.50
07/24/09	K. Orr	Various e-mails to/from internal team regarding Garlock depositions and materials for 7/27 hearing (.3); e-mail to counsel for Garlock regarding depositions (.1).	0.40
07/24/09	J. Guy	Prepare for and attend Finke deposition.	2.30
07/24/09	J. Guy	Work on indirect claimant settlement.	2.50
07/24/09	J. Guy	Prepare for July 27 hearing.	2.00
07/24/09	J. Guy	Review July 24 filings.	2.00
07/24/09	R. Wyron	Review potential settlement with objectors and e-mails re same (.4); review objections filed by insurers (1.9); review neutrality issues and follow-up (.7); calls with ACC counsel on potential settlements with plan objectors and follow-up (.8).	3.80
07/24/09	R. Frankel	Review Libby pre-trial statement (.8); review Libby pleadings to strike Friedman, Parker and Stockman (.7).	1.50



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07/24/09	R. Frankel	Review Arrowood reply to objections of Libby claimants and BNSF (.8); review Debtors' reply to Libby and BNSF re Arrowood settlement (.6).	1.40
07/24/09	R. Frankel	Review exhibits of suggested testimony attached to Libby pre-trial statement.	0.70
07/24/09	R. Frankel	Review terms of potential settlement with Scotts, e-mails re same.	0.50
07/24/09	R. Frankel	Review pre-trial statements of Sealed Air, Fresenius, Montana, UST, others.	1.30
07/25/09	J. Burke	Review trial briefs and revise outline for response to phase II plan objections.	1.70
07/26/09	J. Burke	Review trial briefs and revise outline for response to phase II plan objections (2.7); draft response to phase II plan objections (2.9).	5.60
07/26/09	R. Frankel	Review pleadings in hearing notebook in preparation for omnibus hearing.	2.40
07/27/09	J. Burke	Research and draft response to phase II plan objections.	8.90
07/27/09	A. Jennings	Perform research and revise memo on plan confirmation issue.	3.80
07/27/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding omnibus hearing, depositions, responses to Anderson RFPs, and insurance settlements (.7); review and analyze various docket entries and update case calendar and task list (.5); brief review of expert reports served on 7/24 and attention to updating relevant materials (.3); prepare, edit and circulate draft responses to Anderson RFPs (.3); prepare agenda for internal meeting (.2); participate in portion of omnibus hearing via telephone (2.5).	4.50
07/27/09	J. Guy	Prepare for July 27 hearing.	1.50
07/27/09	J. Guy	Attend hearing; argue position for FCR on Arrowood settlement; conferences with various parties.	5.00
07/27/09	J. Guy	Conference with R. Frankel regarding next steps (separate occasions).	1.50
07/27/09	R. Wyron	Participate telephonically in omnibus hearing on insurance settlement regarding Royal and Libby issues (2.4); call with D. Parsons re Edwards objection and follow-up (.8); review bonded claims issue in other plans and follow-up (.7); organize notes for status meeting (.9); review e-mails and respond regarding confirmation hearing strategy (.4); review issues on potential settlement with non-insurance objector and follow-up (.4).	5.60



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07/27/09	R. Frankel	Review agenda in preparation for hearing (.4); exchange of e-mails with debtor, ACC re scope of testimony at hearing (.4).	0.80
07/27/09	R. Frankel	Attend Omnibus hearing, pre-trial in Wilmington.	5.70
07/27/09	R. Frankel	Confer with J. Guy re hearing, strategy (.8); confer with P. Lockwood, T. Freedman, J. Guy re hearing (.7).	1.50
07/27/09	R. Frankel	Review reports of D. Weill, D. Martin, P. Zilly.	2.20
07/28/09	J. Burke	Attend confirmation strategy meeting (1.4); confer with J. Guy and R. Wyron regarding response to phase II plan objections (1.5); revise outline of response to phase II plan objections (2.9); draft response to phase II plan objections (7.1).	12.90
07/28/09	A. Jennings	Perform case law and secondary source research on plan confirmation issue.	5.60
07/28/09	D. Felder	Telephone conference with litigation team regarding strategy, update and next steps.	1.50
07/28/09	K. Orr	Update agenda and task list and prepare materials for internal meeting (.5); office conference with internal team regarding omnibus hearing, insurance settlements, preparation for confirmation hearing and trial brief (1.8); office conference with J. Guy regarding indirect claimants and depositions (.2); phone conference with J. Guy and counsel for State of Montana regarding witnesses (.2); various e-mails to/from internal team and counsel for Plan Proponents regarding insurance settlements and written discovery (1.0); edit responses to Anderson RFPs and prepare notice of service of same (.7); review and analyze docket and update case calendar (.3).	4.70
07/28/09	M. Wallace	Review correspondence regarding terms of settlement agreement for Scotts.	0.30
07/28/09	M. Wallace	Meeting with J. Guy regarding settlement terms with Scotts.	0.50
07/28/09	M. Wallace	Begin drafting Scotts settlement agreement.	1.00
07/28/09	M. Wallace	Research settlement precedent for Scotts agreement.	0.30
07/28/09	J. Guy	Conference with Orrick team (separate occasions) regarding case management order, confirmation, objections, insurance, discovery and pre-trial brief.	3.00
07/28/09	J. Guy	Attention to August 7 brief outline.	0.50
07/28/09	J. Guy	Schedule and attention to indirect claimant discovery.	1.50
07/28/09	J. Guy	Analyze plan objections.	0.50
07/28/09	J. Guy	Structure indirect claimant settlement.	1.50
07/28/09	J. Guy	Work on insurance settlement.	1.00
07/28/09	J. Guy	Review various filings.	0.50



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07/28/09	R. Wyron	Review open issues (.4); participate in strategy conference with litigation team (1.4); review additional objections and consider plan changes (3.1); work on Edwards issues (.8); review neutrality proposals for meeting with insurer counsel and organize notes (1.6).	7.30
07/28/09	R. Frankel	Prepare e-mails to E. Inselbuch re Edwards objection (.4); telephone conference with R. Wyron re same (.2).	0.60
07/28/09	R. Frankel	Series of e-mails re conduct of confirmation trial (.3); e-mails re Garlock issues (.3).	0.60
07/28/09	R. Frankel	Review outline of confirmation brief section prepared by J. Burke.	0.80
07/28/09	R. Frankel	Conference call with D. Bernick, P. Lockwood, J. Guy re confirmation issues.	0.90
07/28/09	R. Frankel	Confer with Grace team re pending matters, prepare for confirmation.	1.40
07/28/09	R. Frankel	Review proposed, revised fourth amended CMO.	1.20
07/28/09	R. Frankel	Review objector's settlement proposal and reply.	0.80
07/28/09	R. Frankel	Review proposed plan changes and cover e-mail from P. Mahaley.	1.10
07/29/09	S. Cruzado	Review recent depositions received from counsel for debtors.	1.00
07/29/09	J. Burke	Draft response to phase II plan objections (10.3); confer with J. Guy regarding draft response to phase II plan objections (.1); confer with R. Wyron regarding draft response to phase II plan objections (.2).	10.60
07/29/09	A. Jennings	Research re Grace litigation.	2.60
07/29/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding omnibus hearing and written discovery (.5); review and analyze various docket entries and update case calendar and deposition chart (.4); review and edit draft written discovery responses (.5); attend T. Spear deposition via telephone (4.5).	5.90
07/29/09	M. Wallace	Review comments to settlement agreement from Scotts and correspondence regarding same.	0.30
07/29/09	M. Wallace	Revise settlement agreement for review by debtors and ACC.	0.30
07/29/09	M. Wallace	Finalize draft of Scotts settlement agreement.	5.00
07/29/09	M. Wallace	Discuss comments to settlement agreement with J. Guy.	0.10
07/29/09	M. Wallace	Update Scotts settlement agreement for comments.	0.30
07/29/09	M. Wallace	Draft e-mail re draft settlement agreement to T. Cobb.	0.10
07/29/09	J. Guy	Telephone call with Plan Proponents regarding case management order issues.	1.00
07/29/09	J. Guy	Attention to indirect claimant settlement.	2.00
07/29/09	J. Guy	Attention to insurer settlement.	1.50



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07/29/09	J. Guy	Review and analyze objections.	3.00
07/29/09	R. Wyron	Organize outline of open neutrality issues (.6); meet with insurer counsel regarding neutrality provisions and follow-up (2.7); work on plan changes (1.4); call with Debtors on Canadian issues (.4); meet with OHS team on potential insurer settlement and follow-up (1.2); review Fireman's set off issue and follow-up (.6); review issues for 7/31 meeting with insurer (.7).	7.60
07/29/09	R. Frankel	Telephone conference with D. Austern re case issues, settlement discussion.	0.30
07/29/09	R. Frankel	Review draft and redlined CMO in preparation for conference call.	0.90
07/29/09	R. Frankel	Review proposed stipulation between Libby claimants and Plan Proponents re insurance.	0.60
07/29/09	R. Frankel	Review proposed TDP changes re liquidated claims (.4); compose e-mail memo to E. Inselbuch (.4).	0.80
07/29/09	R. Frankel	Series of e-mails in connection with confirmation hearing (CMO, stipulation with Libby, hearing).	0.70
07/29/09	R. Frankel	Telephone conference with D. Bernick, Plan Proponents, objectors re fourth amended CMO.	1.00
07/30/09	J. Burke	Confer with R. Wyron regarding response to Phase II plan objections (.2); draft response to Phase II plan objections (11.3).	11.50
07/30/09	A. Jennings	Research regarding Grace bankruptcy litigation.	4.50
07/30/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding insurance settlements and confirmation hearing (1.0); review and analyze various docket entries and update case calendar and deposition chart (.6); review draft Scotts settlement (.5); office conference with J. Guy regarding case status (.2); attention to status of obtaining and organizing deposition transcripts (.2); review outline of trial brief arguments (.5).	3.00
07/30/09	M. Wallace	Review comments to settlement agreement from debtors, the ACC and other Orrick attorneys.	0.30
07/30/09	M. Wallace	Revise Scotts settlement agreement to incorporate comments to date and distribute for internal review.	2.10
07/30/09	M. Wallace	Correspond with Orrick team regarding internal comments to Scotts settlement agreement.	0.20
07/30/09	M. Wallace	Conference call with T. Freedman and J. Guy regarding comments to Scotts settlement agreement.	0.30
07/30/09	M. Wallace	Draft approval order for Scotts settlement and distribute for internal review.	1.40
07/30/09	M. Wallace	Update Scotts settlement agreement for insurance comments.	0.10



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07/30/09	M. Wallace	Resolve internal comments to Scotts settlement agreement and distribute same to debtors, ACC and Scotts.	0.60
07/30/09	J. Guy	Prepare for and attend via telephone hearing on case management order and related issues.	3.00
07/30/09	J. Guy	Attention to case management order issues.	1.00
07/30/09	J. Guy	Telephone call with Libby claimants regarding stipulations and follow-up; attention to August 7 pre-trial brief.	0.50
07/30/09	J. Guy	Attention to settlements with indirect claimant and insurers.	2.50
07/30/09	J. Guy	Attention to Phase II discovery.	1.00
07/30/09	R. Wyron	Review brief outline (.6); confer with J. Burke on brief issues and follow-up (.3); participate telephonically in relevant portion of pre-trial conference (1.2); confer with J. Guy re strategy and e-mails re same (.4); work on Edwards objection issues (.6); confer with P. Lockwood on open issues and follow-up (1.1); review insurer settlement proposals and comment (.8); review Scotts order and provide comments (.3); confer with Caplin and Drysdale regarding changes to the TDP to resolve objections (.7); review draft Royal order and provide comments (.3).	6.30
07/30/09	R. Frankel	Confer with R. Wyron re plan, TDP changes.	0.60
07/30/09	R. Frankel	Attend telephonic pre-trial hearing re CMO and other discovery issues.	2.90
07/30/09	R. Frankel	Review updated deposition calendar.	0.60
07/30/09	R. Frankel	Prepare notes, memo re confirmation issues which need further research.	0.60
07/30/09	R. Frankel	Review revised fourth amended CMO (.4); prepare notes re same (.3).	0.70
07/30/09	R. Frankel	Review FCR, ACC response to RFP from Anderson Memorial.	0.60
07/31/09	J. Burke	Draft response to phase II plan objections (6.9); confer with R. Wyron regarding response to phase II plan objections (.2).	7.10
07/31/09	K. Orr	Review and analyze docket entries (.2); e-mails to/from internal team regarding depositions, internal meeting and trial brief (.2).	0.40
07/31/09	M. Wallace	Review and incorporate comments to Scotts approval order.	0.50
07/31/09	M. Wallace	Revise Scotts settlement agreement to incorporate debtors' comments, including review against plan provisions for conformance.	0.70
07/31/09	M. Wallace	Correspond with J. Guy, and review related correspondence, regarding comments to Scotts settlement agreement.	0.10
07/31/09	M. Wallace	Prepare Scotts documents for distribution, including drafting cover e-mails.	0.20



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07/31/09	M. Wallace	Correspond with T. Freedman regarding comments to Scotts settlement agreement.	0.10
07/31/09	M. Wallace	Review correspondence regarding revised drafts.	0.10
07/31/09	M. Wallace	Review correspondence among Plan Proponents regarding comments from Scotts and appropriate responses.	0.30
07/31/09	R. Wyron	Meet with insurer regarding resolution of objections to confirmation and follow-up (.1); organize to-do list for insurer settlement (.4); review brief outline and draft of FCR's section (1.9); review potential settlement with objector and draft order (.6); confer with T. Freedman on CDN ZAI issue and follow-up (.4); work on Edwards objection response and TDP changes (1.2); begin review of Seaton/OneBeacon indemnification issues (.8).	7.40
07/31/09	R. Frankel	Review J. Biggs' report.	0.70
07/31/09	R. Frankel	Review draft order approving Arrowood settlement.	0.50
07/31/09	R. Frankel	Review outline of confirmation brief from Kirkland, allocation of responsibility.	1.20
07/31/09	R. Frankel	Review e-mails, TDP changes, to address objections to confirmation (.6); review with R. Wyron (.2).	0.80
07/31/09	R. Frankel	Review Finch memo re order of proof, conduct of trial (.4); notes re same (.2).	0.60
07/31/09	R. Frankel	Review, consider objector's proposal to resolve objection to confirmation.	0.50

Total Hours 622.60

Total For Services \$405,709.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
James W. Burke	114.70	360.00	41,292.00
Stephen C. Cruzado	1.00	230.00	230.00
Joshua M. Cutler	4.40	555.00	2,442.00
Debra Felder	4.60	590.00	2,714.00
Roger Frankel	108.20	945.00	102,249.00
Debra O. Fullem	4.50	255.00	1,147.50
Jonathan P. Guy	124.40	755.00	93,922.00
Aaron F. Jennings	68.40	360.00	24,624.00
Peri N. Mahaley	8.50	605.00	5,142.50
Kathleen Orr	79.10	620.00	49,042.00
Mary A. Wallace	15.20	650.00	9,880.00
Richard H. Wyron	89.60	815.00	73,024.00
Total All Timekeepers	622.60	\$651.64	\$405,709.00



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Disbursements

Document Reproduction	477.40	
Express Delivery	9.95	
Hotel	3,805.00	
Litigation Support	16.48	
Local Taxi Expense	47.68	
Outside Services	1,288.84	
Postage	0.44	
Telephone	16.15	
Travel Expense, Out of Town	15.00	
Westlaw Research	4,378.50	
Total Disbursements		\$10,055.44

Total For This Matter	\$415,764.44
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Matter: 9 - Plan & Disclosure Statement

07/07/09	R. Wyron	Review issues on exit financing and follow-up with J. Radecki.	0.40
07/08/09	R. Wyron	Review plan language and draft changes (.9); review exit financing issues and calls re same (1.2).	2.10
07/09/09	R. Wyron	Work on plan revisions (.8); review e-mails re same (.3); work on Scotts issue for plan changes (.5); revise documents re Edwards issue and follow-up (.5).	2.10
07/10/09	R. Wyron	Review plan changes and follow-up e-mails re same.	0.80
07/14/09	R. Wyron	Review additional potential plan changes.	0.40
07/21/09	R. Wyron	Review potential plan changes.	0.40
07/24/09	R. Frankel	Review operating income (quarterly) press release and statement.	0.60
07/27/09	R. Wyron	Review proposed plan changes (.4); confer with P. Mahaley on proposed plan changes (.6); review Edwards plan changes (.3).	1.30
Total Hours			8.10
Total For Services			\$6,679.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Roger Frankel	0.60	945.00	567.00
Richard H. Wyron	7.50	815.00	6,112.50
Total All Timekeepers	8.10	\$824.63	\$6,679.50

Disbursements

Document Reproduction	0.20
Outside Services	9.12
Telephone	4.68
Total Disbursements	\$14.00

Total For This Matter **\$6,693.50**



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Matter: 10 - Retention of Professionals - Other

07/02/09	D. Fullem	Review e-mail from J. Biggs regarding Towers Perrin Tillinghast merger with Watson Wyatt Worldwide; review e-mails from D. Felder and R. Wyron regarding supplemental disclosure by Tillinghast.	0.30
07/09/09	D. Fullem	Review original declaration in support of application to employ Tillinghast in Grace case (.1); review docket for supplemental declarations (.1); review news reports re merger (.1); prepare draft of supplemental declaration for J. Biggs at Tillinghast regarding details on merger with Watson Wyatt (.7); e-mail to R. Wyron regarding same (.1).	1.10
07/22/09	R. Wyron	Review draft Biggs declaration (.3); call with J. Biggs (.4).	0.70
07/23/09	D. Fullem	Review and respond to e-mail from R. Wyron regarding status of J. Biggs' supplemental disclosure regarding Watson Wyatt merger.	0.20
07/23/09	R. Wyron	Follow-up with J. Biggs on supplemental disclosure.	0.40
07/24/09	D. Fullem	Review e-mails from J. Biggs and R. Wyron regarding comments, revisions to supplemental declaration regarding Towers Perrin merger with Watson Wyatt (.4); review/proof/finalize same (.6); coordinate filing and service of same (.4).	1.40
07/24/09	R. Wyron	Review declaration for J. Biggs and follow-up.	0.20
		Total Hours	4.30
		Total For Services	\$1,824.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra O. Fullem	3.00	255.00	765.00
Richard H. Wyron	1.30	815.00	1,059.50
Total All Timekeepers	4.30	\$424.30	\$1,824.50

Total For This Matter

\$1,824.50



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Matter: 11 - Compensation of Professionals - Other

07/02/09	D. Fullem	Confer with D. Austern regarding quarterly fee application for Jan-Mar 09 time period; e-mail to D. Austern.	0.30
07/06/09	D. Fullem	Finalize and coordinate filing and serving of Piper, Tillinghast, and Tre Angeli CNOs for April fee applications.	0.90
07/08/09	D. Fullem	Review and respond to e-mail from C. LaRuffa regarding Tre Angeli's June fee application.	0.20
07/09/09	D. Fullem	Finish preparation of April and May 09 fee applications for D. Austern (.9); prepare e-mail to D. Austern regarding same (.1); review response to same (.1).	1.10
07/09/09	D. Fullem	Coordinate finalizing, filing and serving of Austern's March 09 fee application and Piper, Tre Angeli, and Tillinghast May 09 fee applications.	1.50
07/16/09	D. Fullem	Coordinate filing and serving of D. Austern's April and May fee applications.	0.50
07/20/09	D. Fullem	Review e-mails from B. Ruhlander regarding D. Austern and Piper Jan-Mar 09 quarterly fee applications.	0.20
07/21/09	D. Fullem	Respond to e-mails from B. Ruhlander regarding D. Austern and Piper Jan-Mar 09 quarterly fee applications.	0.20
07/21/09	D. Fullem	Prepare revisions to D. Austern quarterly for Jan-Mar 09 time period.	0.40
07/21/09	D. Fullem	Review e-mail from B. Ruhlander regarding Piper Jan-Mar 09 fee application; e-mail same to B. Ruhlander.	0.20
07/24/09	D. Fullem	Coordinate filing and serving of D. Austern's twentieth quarterly fee application for the Jan-Mar 09 time period.	0.70
07/24/09	D. Fullem	Coordinate filing and serving of Tre Angeli's fifth quarterly fee application for the Jan-Mar 09 time period.	0.70
		Total Hours	6.90
		Total For Services	\$1,759.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra O. Fullem	6.90	255.00	1,759.50
Total All Timekeepers	6.90	\$255.00	\$1,759.50



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Disbursements		
Document Reproduction	915.90	
Express Delivery	104.26	
Outside Services	1.04	
Postage	357.98	
Total Disbursements		\$1,379.18
Total For This Matter		\$3,138.68



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Matter: 13 - Compensation of Professionals - Orrick

07/01/09	D. Fullem	Review and respond to comments to Orrick's May fee application.	0.20
07/01/09	D. Fullem	Revise Orrick's May fee application.	0.20
07/06/09	D. Fullem	Review and respond to e-mail from B. Ruhlander regarding expense detail for the Jan-Mar 09 time period; prepare e-mail to S. Vucelick re same.	0.30
07/06/09	D. Fullem	Finalize and coordinate filing and serving of CNO for Orrick's April fee application.	0.30
07/07/09	D. Fullem	Review excel spreadsheet of expenses during Jan-Mar 09 time period (.7); draft e-mail to B. Ruhlander as requested (.1).	0.80
07/07/09	D. Fullem	Review June prebill.	1.50
07/08/09	D. Felder	Review June prebill.	1.00
07/09/09	D. Fullem	Coordinate finalizing, filing and serving of Orrick's May 09 fee application.	0.50
07/09/09	D. Fullem	E-mail to J. Guy and P. Mahaley regarding review of May 09 invoice; review responses; prepare redactions.	0.40
07/09/09	D. Fullem	Finish review of June prebill.	0.70
07/09/09	D. Fullem	E-mail to R. Wyron regarding June prebill.	0.10
07/13/09	D. Fullem	Review e-mail from R. Wyron regarding billing issues.	0.20
07/13/09	R. Wyron	Review fee application and finalize.	0.30
07/16/09	D. Fullem	Prepare updates to fee/expense charts.	0.50
07/17/09	D. Fullem	Update fee/expense spreadsheets.	0.30
07/20/09	D. Fullem	Review expense summary for Jan-Mar 09 time period (.8); prepare notes regarding information on travel, meals, hotel (.3).	1.10
07/23/09	D. Fullem	Review draft of June fee application; revise; send same to D. Felder for review.	1.00
07/24/09	D. Fullem	Review comments from D. Felder on June fee application; prepare e-mail to D. Felder regarding same.	0.20
07/24/09	D. Felder	Review June fee application and e-mail correspondence to D. Fullem regarding same.	0.30
07/24/09	R. Wyron	Review June monthly fee application and provide comments.	0.30

Total Hours 10.20

Total For Services

\$3,372.50



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<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	1.30	590.00	767.00
Debra O. Fullem	8.30	255.00	2,116.50
Richard H. Wyron	0.60	815.00	489.00
Total All Timekeepers	10.20	\$330.64	\$3,372.50

Disbursements

Document Reproduction	28.90	
Express Delivery	43.45	
Outside Services	2.88	
Postage	6.85	
Total Disbursements		\$82.08

Total For This Matter **\$3,454.58**



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Matter: 15 - Travel Time (Non-Working)

07/14/09	J. Guy	Travel to New York.	1.00
07/15/09	P. Mahaley	Return travel from New York (after mediation with insurer).	3.00
07/15/09	J. Guy	Travel to DC.	2.00
07/26/09	R. Frankel	Travel to Wilmington.	1.30
07/27/09	J. Guy	Travel to DC.	1.50
07/27/09	R. Frankel	Travel from Wilmington hearing to DC.	1.10
Total Hours			9.90
Total For Services			\$3,740.25

Timekeeper Summary	Hours	Rate	Amount
Roger Frankel	2.40	472.50	1,134.00
Jonathan P. Guy	4.50	377.50	1,698.75
Peri N. Mahaley	3.00	302.50	907.50
Total All Timekeepers	9.90	\$377.80	\$3,740.25

Total For This Matter **\$3,740.25**

*** * * COMBINED TOTALS * * ***

Total Hours	883.60	
Total Fees, all Matters		\$566,821.25
Total Disbursements, all Matters		\$13,738.03
Total Amount Due		\$580,559.28